

FCC Form 603
Attachment 3
Page 4 of 4

CMA# CMA Name	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	TSMT
CMA659 TX 8 - Gaines	WWC Texas (W)	TX RSA 8 East TX RSA South TX RSA 8 West	Dallas MTA (V)	WirelessCo (S)	CT Cube Lewis&Clark N. Cingular Wir. (C) SW Bell Wir. (C) SW Wireless (C) Zumma/Lubbock (C) Zumma Odessa (C)	High Plains VSTR PCS BTA I (T) WWC Texas (W)	N. Cingular Wir. (C) VSTR PCS BTA I (T) WWC Texas (W)	Lewis&Clark N. Cingular RR (C) N. Cingular Wir. (C) RR Cingular (C) SW Bell Wir. (C)	Nextel
CMA678 UT 6 - Piute	WWC Holding (W)	UT RSA 6	VSTR PCS II (T) WWC Holding (W)	N. Cingular Wir. (C) WirelessCo (S)	Cricket Licensee (L) Lewis&Clark Salmon PCS (C) SW Bell Mobile (C) SW Wireless (C) Telecom Wrapup	N. Cingular Wir. (C) SprintCom (S)	Qwest Wir. (Q) S. Central UT Smith Bagley VSTR PCS BTA I (T)	Lite Wave S. Central UT SBC Wireless (C)	Nextel

Owner Suffix Key (Licensee is 50% or More Owned by the Entity Indicated) :

- (A) = ALLTEL
- (C) = Cingular Wireless
- (D) = Dobson
- (Q) = Qwest
- (R) = Rural Cellular Corp.
- (S) = Sprint
- (T) = T-Mobile
- (U) = U.S. Cellular Corporation
- (V) = Verizon Wireless
- (W) = Western

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3080 - 0800 See instructions for public burden estimate Submitted 01/24/2005 at 05:41PM File Number: 0002016892
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0001666167			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): WWC License L.L.C.			
13) Attention To: William J. Hackett			
14) P.O. Box:	And / Or	15) Street Address: 3650 131st Avenue, S.E., Suite 400	
16) City: Bellevue	17) State: WA	18) Zip Code: 98006	
19) Telephone Number: (425)586-8700		20) FAX Number: (425)586-8118	
21) E-Mail Address: Bill.Hackett@wwireless.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004121877			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Western Wireless Corporation			
26) P.O. Box:	And / Or	27) Street Address: 3650 131st Avenue, S.E., Suite 400	

(28) City: **Bethesda**(29) State: **VA**(30) Zip Code: **98096**

(33) E-Mail Address:

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: William	MI: J	Last Name: Hackett	Suffix:
35) Company Name: Western Wireless Corporation			
36) P.O. Box:	And / Or	37) Street Address: 401 9th Street, N.W., Suite 550	
38) City: Washington	39) State: DC	40) Zip Code: 20004	
41) Telephone Number: (202)654-5980	42) FAX Number: (202)654-5981		
43) E-Mail Address: Bill.Hackett@wwireless.com			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45) FCC Registration Number (FRN): 0012530168			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Wigeon Acquisition LLC			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Wireless Regulatory Supervisor			
51) P.O. Box:	And / Or	52) Street Address: One Allied Drive, B2F02-A	
53) City: Little Rock	54) State: AR	55) Zip Code: 72202	
56) Telephone Number: (501)905-8555	57) FAX Number: (501)905-6193		
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Kathryn	MI: A	Last Name: Zachem	Suffix:
60) Company Name: Wilkinson Barker Knauer, LLP			
61) P.O. Box:	And / Or	62) Street Address: 2300 N Street, NW, Suite 700	
63) City: Washington	64) State: DC	65) Zip Code: 20037	
66) Telephone Number: (202)783-4141	67) FAX Number: (202)783-5861		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:
Gender:	Female:	Male:

Fee Status

79) Is the applicant exempt from FCC application fees? No

80) Is the applicant exempt from FCC regulatory fees? Yes

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Typed or Printed Name of Party Authorized to Sign

81) First Name: Jeffrey MI: A Last Name: Christianson Suffix:

82) Title: Senior Vice President & General Counsel

Signature: Jeffrey A Christianson 83) Date: 01/24/05

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.

"If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Glenn MI: S Last Name: Rabin Suffix:

85) Title: VP - Federal Communications Counsel

Signature: Glenn S Rabin 86) Date: 01/24/05

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
WHC981	CF						Yes	
WHC984	CF						Yes	
WHC986	CF						Yes	
WHO886	CF						Yes	
WHO887	CF						Yes	
WHT232	CF						Yes	
WHT233	CF						Yes	
WHT235	CF						Yes	

WLLC667	CF
WLLC668	CF
WLL425	CF
WLL426	CF
WLL481	CF
WLL482	CF
WLL483	CF
WLN924	CF
WLS717	CF
WLS719	CF
WLU388	CF
WLW427	CF
WLW897	CF
WLW898	CF
WLW812	CF
WLW813	CF
WMG766	CF
WMG794	CF
WMG805	CF
WMG806	CF
WMJ575	CF
WMJ576	CF
WMJ577	CF
WMJ759	CF
WMJ762	CF
WMJ877	CF
WMK260	CF
WMK262	CF
WMK451	CF
WMK900	CF
WMK901	CF
WML470	CF
WML471	CF
WML472	CF
WML473	CF
WML475	CF
WML751	CF
WML753	CF
WML766	CF
WML767	CF
WML768	CF
WMM412	CF
WMM481	CF
WMM710	CF
WMM712	CF
WMM960	CF
WMM961	CF
WMN295	CF
WMN496	CF
WMN550	CF
WMN551	CF
WMN552	CF
WMN553	CF
WMN554	CF
WMN555	CF
WMN558	CF
WMN559	CF
WMN560	CF
WMN564	CF

[illegible]

WPUB580	CF
WPVJ218	CF
WPXH854	CF
WPXT930	CF
WPXT932	CF
WPXT947	CF
WPXT949	CF
WPXY466	CF
WPYB454	CF
WPYB455	CF
WPYB459	CF
WPYG204	CF
WPYG205	CF
WPYG206	CF
WPYI876	CF
WPYT403	CF
WPYU909	CF
WPZB215	CF
WPZB216	CF
WPZB678	CF
WPZL414	CF
WPZM794	CF
WPZZ381	CF
WQAQ327	CF
WQAQ328	CF
WQAQ329	CF
WQAQ330	CF
WQAQ331	CF
WQAQ332	CF
WQAS216	CF
WQAS465	CF
WQAZ435	CF
WQAZ436	CF
WQBA683	CF
WQBE822	CF
WQBE828	CF
WQBE829	CF
WQBK423	CF
WQBL499	CF
WQBM378	CF
WQBZ233	CF
WQCA693	CF
KNKA573	CL
KNKA597	CL
KNKA731	CL
KNKA784	CL
KNKN209	CL
KNKN212	CL
KNKN214	CL
KNKN215	CL
KNKN217	CL
KNKN224	CL
KNKN230	CL
KNKN269	CL
KNKN272	CL
KNKN273	CL
KNKN284	CL
KNKN298	CL

KNKN331	CL
KNKN333	CL
KNKN384	CL
KNKN429	CL
KNKN436	CL
KNKN443	CL
KNKN444	CL
KNKN446	CL
KNKN460	CL
KNKN463	CL
KNKN471	CL
KNKN476	CL
KNKN480	CL
KNKN520	CL
KNKN549	CL
KNKN561	CL
KNKN563	CL
KNKN677	CL
KNKN745	CL
KNKN836	CL
KNKQ352	CL
KNKQ353	CL
KNKQ381	CL
KNKQ424	CL
KNKQ447	CL
KNKR310	CL
KNKR314	CL
KNKR325	CL
WPOM485	CL
KNLH756	CW
KNLH761	CW
WPYQ934	CW
WPYQ935	CW
WPYQ936	CW
WPYQ937	CW
WPYQ938	CW
WPYQ939	CW
WPYQ940	CW
WPYQ941	CW
WPYQ942	CW
WPYQ943	CW
WPYQ944	CW
WPYW214	CW
WPYW360	CW
WPZA511	CW
WPZA814	CW
WPZA815	CW
WPZA816	CW
WPZI371	CW
WPZI372	CW
WPZI377	CW
WPZI378	CW
WPZI379	CW
WPZI380	CW
WPZI381	CW
WPZI382	CW
WPZI383	CW
WPZI384	CW
WPZI385	CW

[illegible]

WPZ1387	CW	Yes
WPZ1388	CW	Yes
WQAD514	CW	Yes
WQAD515	CW	Yes
WQAD516	CW	Yes
WQBI448	CW	Yes
WQBI449	CW	Yes
WQBI450	CW	Yes
WQBI452	CW	Yes
WQBI453	CW	Yes
WQBI454	CW	Yes
WQBI455	CW	Yes
WQBI456	CW	Yes
WQBI457	CW	Yes
WQBI459	CW	Yes
WQBI460	CW	Yes
WQBI462	CW	Yes
WQBI464	CW	Yes
WQBI465	CW	Yes
WQBI466	CW	Yes
WQBI473	CW	Yes
WQBK368	CW	Yes
WQBK369	CW	Yes
WQBK374	CW	Yes
WQBK377	CW	Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	
If 'Yes', is the Assignee applying for installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the assignee's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	01/24/05	Lead Application Information	0179895352102078591240188.pdf

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of Western Wireless Corporation and its subsidiaries to Wigeon Acquisition LLC ("Wigeon"), a wholly-owned subsidiary of ALLTEL Corporation. The parties have designated the application being filed concurrently herewith for the transfer of control of WWC Holding Co., Inc. to Wigeon as the lead application for the transaction (ULS File No. 0002016468). All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

000 000	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 01/24/2005 at 06:11PM File Number: 0002016459
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0001573278			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): WWC Paging Corporation			
13) Attention To: William J. Hackett			
14) P.O. Box:	And / Or	15) Street Address: 3650 131st Avenue, S.E., Suite 400	
16) City: Bellevue	17) State: WA	18) Zip Code: 98006	
19) Telephone Number: (425)586-8700	20) FAX Number: (425)586-8118		
21) E-Mail Address: Bill.Hackett@wwireless.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004121877			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Western Wireless Corporation			
26) P.O. Box:	And / Or	27) Street Address: 3650 131st Avenue, S.E., Suite 400	

28 City: Baltimore		29 State: MD		30 Zip Code: 21206	
31 Telephone Number: (425)586-8700			32 FAX Number: (425)586-8118		
33 E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34 First Name: William		35 MI: J	36 Last Name: Hackett		37 Suffix:
38 Company Name: Western Wireless Corporation					
39 P.O. Box:		40 And / Or	41 Street Address: 401 9th Street, N.W., Suite 550		
42 City: Washington		43 State: DC		44 Zip Code: 20004	
45 Telephone Number: (202)654-5980			46 FAX Number: (202)654-5981		
47 E-Mail Address: Bill.Hackett@wwireless.com					

Assignee/Transferee Information

48 The Assignee is a(n): Limited Liability Corporation					
49 FCC Registration Number (FRN): 0012530168					
50 First Name (if individual):		51 MI:	52 Last Name:		53 Suffix:
54 Entity Name (if other than individual): Wigeon Acquisition LLC					
55 Name of Real Party in Interest:					56 TIN:
57 Attention To: Wireless Regulatory Supervisor					
58 P.O. Box:		59 And / Or	60 Street Address: One Allied Drive, B2F02-A		
61 City: Little Rock		62 State: AR		63 Zip Code: 72202	
64 Telephone Number: (501)905-8555			65 FAX Number: (501)905-6193		
66 E-Mail Address:					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

67 First Name: Kathryn		68 MI: A	69 Last Name: Zachem		70 Suffix:
71 Company Name: Wilkinson Barker Knauer, LLP					
72 P.O. Box:		73 And / Or	74 Street Address: 2300 N Street, NW, Suite 700		
75 City: Washington		76 State: DC		77 Zip Code: 20037	
78 Telephone Number: (202)783-4141			79 FAX Number: (202)783-5851		
80 E-Mail Address:					

Alien Ownership Questions

81 Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
82 Is the Assignee or Transferee an alien or the representative of an alien?	No
83 Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
84 Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
85 Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

86 Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
87 Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
88 Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
89 Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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Ethnicity: Hispanic or Latino:	Not Hispanic or Latino:
Gender: Female:	Male:

Fee Status

79) Is the applicant exempt from FCC application fees? No

80) Is the applicant exempt from FCC regulatory fees? Yes

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Typed or Printed Name of Party Authorized to Sign

81) First Name: **Jeffrey** MI: **A** Last Name: **Christianson** Suffix:

82) Title: **Senior Vice President & General Counsel**

Signature: **Jeffrey A Christianson** 83) Date: **01/24/05**

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: **Glenn** MI: **S** Last Name: **Rabin** Suffix:

85) Title: **VP - Federal Communications Counsel**

Signature: **Glenn S Rabin** 86) Date: **01/24/05**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
KNKP536	CD						Yes	
KNKP543	CD						Yes	
KNLN483	CD						Yes	
KNLN486	CD						Yes	
KNLN487	CD						Yes	
KNLN619	CD						Yes	
KNLN624	CD						Yes	
KNLN628	CD						Yes	

KNLN630	CD	Yes
KNLN638	CD	Yes
KNLN639	CD	Yes
KNLR648	CD	Yes
KNLR649	CD	Yes
KNLR650	CD	Yes
KNLR651	CD	Yes
KNLR652	CD	Yes
KNLR653	CD	Yes
KNLR654	CD	Yes
KNLR655	CD	Yes
KNLR656	CD	Yes
KNLR658	CD	Yes
KNLU360	CD	Yes
WPOL857	CD	Yes
WPJI750	GS	Yes
WPJI751	GS	Yes
WPJI893	GS	Yes
KNNG734	IG	Yes
KNNJ666	IG	Yes
WPKL759	IG	Yes
WPKL899	IG	Yes
WPLU804	IG	Yes
WPLV570	IG	Yes
WPLP909	IK	Yes
WPLQ533	IK	Yes
WPLU801	IK	Yes
WPPC236	YG	Yes
WPEN252	YX	Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	01/24/05	Lead Application Information	0179895596781019671873210.pdf

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of Western Wireless Corporation and its subsidiaries to Wigeon Acquisition LLC ("Wigeon"), a wholly-owned subsidiary of ALLTEL Corporation. The parties have designated the application being filed concurrently herewith for the transfer of control of WWC Holding Co., Inc. to Wigeon as the lead application for the transaction (ULS File No. 0002016468). All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

FCC 000	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 01/24/2005 at 06:01PM File Number: 0002016476
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock (If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.)
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0001565563			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): WWC Texas RSA Limited Partnership			
13) Attention To: William J. Hackett			
14) P.O. Box:	And / Or	15) Street Address: 3650 131st Avenue, S.E., Suite 400	
16) City: Bellevue	17) State: WA	18) Zip Code: 98006	
19) Telephone Number: (425)586-8700	20) FAX Number: (425)586-8118		
21) E-Mail Address: Bill.Hackett@wwireless.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004121877			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Western Wireless Corporation			
26) P.O. Box:	And / Or	27) Street Address: 3650 131st Avenue, S.E., Suite 400	

Bill Ballou		(29) State: WA	(30) Zip Code: 98006
(31) Telephone Number: (425)586-8700		(32) FAX Number: (425)586-8118	
(33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

(34) First Name: William	MI: J	Last Name: Hackett	Suffix:
(35) Company Name: Western Wireless Corporation			
(36) P.O. Box:	And / Or	(37) Street Address: 401 9th Street, N.W., Suite 550	
(38) City: Washington	(39) State: DC	(40) Zip Code: 20004	
(41) Telephone Number: (202)654-5980	(42) FAX Number: (202)654-5981		
(43) E-Mail Address: Bill.Hackett@wwireless.com			

Assignee/Transferee Information

(44) The Assignee is a(n): Limited Liability Corporation			
(45) FCC Registration Number (FRN): 0012530168			
(46) First Name (if individual):	MI:	Last Name:	Suffix:
(47) Entity Name (if other than individual): Wigeon Acquisition LLC			
(48) Name of Real Party in Interest:			(49) TIN:
(50) Attention To: Wireless Regulatory Supervisor			
(51) P.O. Box:	And / Or	(52) Street Address: One Allied Drive, B2F02-A	
(53) City: Little Rock	(54) State: AR	(55) Zip Code: 72202	
(56) Telephone Number: (501)905-8555	(57) FAX Number: (501)905-6193		
(58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

(59) First Name: Kathryn	MI: A	Last Name: Zachem	Suffix:
(60) Company Name: Wilkinson Barker Knauer, LLP			
(61) P.O. Box:	And / Or	(62) Street Address: 2300 N Street, NW, Suite 700	
(63) City: Washington	(64) State: DC	(65) Zip Code: 20037	
(66) Telephone Number: (202)783-4141	(67) FAX Number: (202)783-5851		
(68) E-Mail Address:			

Alien Ownership Questions

(69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
(70) Is the Assignee or Transferee an alien or the representative of an alien?	No
(71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
(72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
(73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

(74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
(75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
(76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
(77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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Ethnicity: Hispanic or Latino:	Not Hispanic or Latino:
Gender: Female:	Male:

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2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Typed or Printed Name of Party Authorized to Sign

81) First Name: Jeffrey MI: A Last Name: Christianson Suffix:

82) Title: Senior Vice President & General Counsel

Signature: Jeffrey A Christianson 83) Date: 01/24/05

Assignee/Transferee Certification Statements

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Typed or Printed Name of Party Authorized to Sign

84) First Name: Glenn MI: S Last Name: Rabin Suffix:

85) Title: VP - Federal Communications Counsel

Signature: Glenn S Rabin 86) Date: 01/24/05

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87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
WHF514	CF						Yes	
WHF515	CF						Yes	
WHF516	CF						Yes	
WLT737	CF						Yes	
WLT738	CF						Yes	
WLT739	CF						Yes	
WLT740	CF						Yes	
WLT741	CF						Yes	

